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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	Jointly Administered
)	

**RESERVATION OF RIGHTS OF AD HOC GROUP OF JUNIOR
SECURED NOTEHOLDERS WITH RESPECT TO DEBTORS'
MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY
RULE 9019 AND BANKRUPTCY CODE SECTION 363(b)(1)
AUTHORIZING THE DEBTORS TO ENTER INTO AND
PERFORM UNDER AMENDMENT TO CONSENT ORDER**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”)¹, by and
through its undersigned counsel, hereby files this reservation of rights (the “Reservation of

¹ The Ad Hoc Group is comprised of certain entities (the “Junior Secured Noteholders”) that hold or manage holders of 9.625% Junior Secured Guaranteed Notes due 2015 issued under that certain Indenture dated as

Rights”) with respect to the *Debtors’ Motion for an Order Pursuant to Bankruptcy Rule 9019 and Bankruptcy Code Section 363(b)(1) Authorizing the Debtors to Enter into and Perform Under Amendment to Consent Order* (Docket No. 4228) (the “Motion”). In support of the Reservation of Rights, the Ad Hoc Group respectfully states as follows:

RESERVATION OF RIGHTS

1. The Ad Hoc Group does not object to the Amendment.² The proposed settlement is likely to reduce administrative costs to the Debtors’ estates and increase the funds available for distribution to creditors.

2. The Ad Hoc Group, however, seeks to make clear that it does not consent to (a) the use of the Junior Secured Noteholders’ cash collateral to make the payments contemplated by the Amendment, or (b) the allocation of any costs relating to the Amendment or previously incurred in connection with the FRB Foreclosure Review to the collateral securing the Debtors’ obligations to the Junior Secured Noteholders.

Dated: July 19, 2013

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of June 6, 2008. Following the Debtors’ \$800 million paydown, the outstanding amount of principal and pre-petition interest on the Junior Secured Noteholders’ claim now equals \$1.422 billion and the outstanding amount of post-petition interest accrued through July 19, 2013 equals approximately \$281 million. The aggregate amount outstanding continues to increase by virtue of the ongoing accrual of post-petition interest at the rate of approximately \$193 million per year.

² Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Motion.

By: /s/ Gerard Uzzi
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